

403314v1

KOBAYASHI, SUGITA & GODA

LEX R. SMITH 3485-0

THOMAS H. YEE 7344-0

First Hawaiian Center

999 Bishop Street, Suite 2600

Honolulu, Hawaii 96813

Telephone No. (808) 539-8700

Facsimile No. (808) 539-8799

Email: lrs@ksglaw.com

Attorneys for Defendants

C&S LOGISTICS OF HAWAII, LLC

THE 100 BUSINESSES OF 1999, INC., 2000
WHOLESALE GROCERS INC. C&S

ACQUISITIONS LLC; ES3, LLC and RICHARD

ACQUISITIONS LLC, ESS, LLC, and RICHARD COHEN

CONTINUATION

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

DECLARATION OF LEX R. SMITH

I, LEX R. SMITH, under penalty of perjury, state as follows:

1. I am an attorney licensed to practice law before all of the State and Federal Courts in the State of Hawaii and am one of the attorneys representing Defendants C&S LOGISTICS OF HAWAII, LLC, C&S WHOLESALE GROCERS, INC., C&S ACQUISITIONS LLC; ES3, LLC, and RICHARD COHEN ("C&S") in this case.

2. Attached hereto as Exhibit "A" is a true and correct copy of the May 12, 2006 cover letter I wrote and sent to Timothy Hogan, along with the enclosures as described therein.

3. Attached hereto as Exhibit "B" is a true and correct copy of my May 15, 2006 letter to Mr. Hogan, regarding a correction to one of the enclosures to my May 12 letter.

I declare under penalty of perjury that the statements made herein are true and correct to the best of my knowledge, information and belief.

DATED: Honolulu, Hawaii, July 5, 2006.

/s/ Lex R. Smith

LEX R. SMITH